IN THE UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re

In re

Chapter 11

Chapter 11

Case No. 05-44481 (RDD)

Debtors.

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AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On April 12, 2006, I caused to be served the documents listed below (i) upon the parties listed on <u>Exhibit A</u> hereto via overnight delivery, (ii) upon the parties listed on <u>Exhibit B</u> hereto via electronic notification, (iii) upon the parties listed on <u>Exhibit C</u> hereto via facsimile, and (iv) upon the parties listed on <u>Exhibit D</u> hereto via postage prepaid U.S. mail:

- 1) Order Denying Motion for Order Under 11 U.S.C. § 365(d)(2) Directing Debtor Delphi Automotive Systems LLC to Determine within 150 Days Whether to Assume or Reject its Nonresidential Real Property Lease with Cherokee North Kansas City, LLC (Docket No. 3199) [a copy of which is attached hereto as Exhibit E]
- 2) Order Regarding Automotive Technologies International, Inc's Motion for Relief from Automatic Stay to Proceed with Appeals of Patent Litigation (Docket No. 3200) [a copy of which is attached hereto as Exhibit F]
- 3) Stipulation and Agreed Order Authorizing Examination of General Motors Corporation Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure (Docket No. 3201) [a copy of which is attached hereto as Exhibit G]
- 4) Interim Order Under 11 U.S.C. §§ 328 and 1103 Authorizing Employment and Retention of Jefferies & Company, Inc. as Investment Banker to the Official Committee of Unsecured Creditors (Docket No. 3202) [a copy of which is attached hereto as Exhibit H]
- 5) Order Under 11 U.S.C. §§ 107(b), 501, 502, and 1111(a) and Fed.R.Bankr.P. 1009, 2002(a)(7), 3003(c)(3), and 5005(a) Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof (Docket No. 3206) [a copy of which is attached hereto as Exhibit I]

On April 12, 2006, I caused to be served the document listed below upon the parties listed on Exhibit J hereto via overnight delivery:

6) Order Denying Motion for Order Under 11 U.S.C. § 365(d)(2) Directing Debtor Delphi Automotive Systems LLC to Determine within 150 Days Whether to Assume or Reject its Nonresidential Real Property Lease with Cherokee North Kansas City, LLC (Docket No. 3199) [a copy of which is attached hereto as Exhibit E]

On April 12, 2006, I caused to be served the document listed below upon the parties listed on <u>Exhibit K</u> hereto via overnight delivery:

7) Order Regarding Automotive Technologies International, Inc's Motion for Relief from Automatic Stay to Proceed with Appeals of Patent Litigation (Docket No. 3200) [a copy of which is attached hereto as Exhibit F]

Dated: April 17, 2006	
	/s/ Evan Gershbein Evan Gershbein
Subscribed and sworn to (or affirmed) befor Evan Gershbein, personally known to me or evidence to be the person who appeared before	proved to me on the basis of satisfactory
Signature : /s/ Amy Lee Huh	_
Commission Expires: <u>3/15/09</u>	

EXHIBIT A

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Delphi Corporation
Master Service List

Ling Carried Receases and Company	COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Management Companin Mideriale Robosom 1110 Searts Monica Brill 150 Searts Monica Brill	Brown Rudnick Berlack Israels LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Double News & Sirror Sue New No. New York NY 1073 212-395-623 212-395-543 2 amon@comp.com Contract Sue No.											Creditor Committee
Carles Males Prevent Cor A	Management Company	Michelle Robson	11100 Santa Monica Blvd	15th Floor	Los Angeles	CA	90025	310-996-6140	310-996-6091	mlfr@capgroup.com	Member
Carles Males Prevent Cor A	Cohen Weiss & Simon	Bruce Simon	330 W 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	h simon@cwsny.com	
Post		Brace official	330 W. 4211d Olicet		IVOW TOIK	INI	10030	212-330-0231	212-033-3430	D.Simon@cwsrry.com	Counsel for Flextronics
Design Design As Wardwell Dennish Emeration Sol Leadington Avenue New York NY 1077 212-450-002 212-450-002 20-450-002		Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	International USA, Inc.
Sean Corcoran, Karen Ord 725 Dejahl Drive 775 Mill 4608 248-813-200 248-813-207 248-66-1739 Miller enferance Pedronic Data Systems Corp Michael Netheria 5605 Corporate Drive MSIA 7170 Mill 4608 248-66-1739 248-66-1739 Miller enferance Pedronic International Pedronic International USA, Inc. 1005 Perturb Drive 1005 Perturb Drive Drive 1005 Perturb Drive 1005 Perturb Drive 1005 Perturb Drive	Davida Ballo 8 Maadaad	Danield Barratain	450 Lauria atau Ausania		Na	ND/	40047	040 450 4000	040 450 0000	denelal bernetein Odrovens	
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Electronic Data Systems Corp. Michael Nethens 505 Corporate Drive MSM Cente L. Schiff 505 Interlocken Politows Financial Control L. Schiff 505 Interlocken Politows San Jose CA					_						
Electronic Data Systems Corp. Michael Netherals S505 Copyrate Drive MSIA No. 48080 248-696-173 248-696-1730 Michael Netheral Corp. Member	Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2670	karen.j.craft@delphi.com	
Performance International USA Comment Lamber Lamb	Flacture is Data Occations Occas	Mishaal Nagaaa	5505 O		T		40000	040 000 4700	040 000 4700	mike neftenn@ada.com	
Pictorines international USA Inc. Company Compan	Electronic Data Systems Corp.	Michael Netkens	5505 Corporate Drive MSIA		Troy	IVII	48098	248-696-1729	248-696-1739	mike.neikens@eds.com	
Paut Warderson Paut	Floytranias International	Carrie I Sobiff	205 Interlocken Barkway		Proomfield	CO	90021	202 027 4952	202 652 4716	cschiff@flextronics.com	
New York Paul W. Anderson 2006 Fortune Drive San Jose CA 95131 409-428-1308 Decided Paul Anderson Paul Anderson International USA, Inc. Paul Anderson		Carrie L. Scriiii	303 IIILEHOCKEH Farkway		Broomileid	CO	00021	303-927-4633	303-032-47 10	CSCHING/HEXITOTICS.COTT	
Creditor Committee Freescale Semiconductor, Inc. Richard Lee Chambers, III West Wes		Paul W Anderson	2090 Fortune Drive		San Jose	CA	95131	408-428-1308		naul anderson@flextronics.com	
Freezale Semiconductor, Inc. Richard Lee Chambers, III West Mor. OE16 Austin TX 7878 \$12.898-5895 \$12.898-5895 \$12.898-5895 Irroy Chambers, @Treescale, com Member Filt Community, Irroy Chambers, @Treescale, com Member Filt Community, Irroy Chambers Filt Community,	me.	I du W. Anderson			Odii 003C	OA.	33131	400-420-1300		padi.anderson@iiextronies.com	
Filt Consulting, Inc. Randal S. Elsenberg 3 Times Square 11th Floor New York NY 10036 212-2471010 212-841-930 randal elsenberg@filtconsulting.com Financial Advisors to Debtors Consultation C	Freescale Semiconductor Inc.	Richard Lee Chambers III		MD: OF16	Austin	TX	78735	512-895-6357	512-895-3090	trev chambers@freescale.com	
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Caneral Electric Company Valerie Venable 930 Kincey Avenue 701 Fernsylvania Avenue, 1701	FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	
Commark Group Lonie A. Hassel NW Washington DC 2006 202-867-0820 202-869-4031 Inassel@groom.com Senetits Coursel for Employee Goursel fo	3,										
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Cohn LLP Attn: Insolvency Department, Maria Valerio Attn: Insolvency Department, Maria Valerio 20 Broadway 5th Floor New York NY 10007 212-436-1038 212-248-470 212-248-470 212-249-470 212-249-470 212-249-470 212-270-4040 212-2715-8000 212-715-800 212-715-8000 212-										fgorman@honigman.com	
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Attr: Insolvency Department, Maria Valerio Attr: Insolvency Department	Cohn LLP			Avenue						nvoiss@honigman.com	Motors Corporation
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Internal Revenue Service Attn: Insolvency Department 477 Michigan Ave Mail Stop 15 Detroit Mi 48226 313-628-3648 313-628-3642 313-628-3662 Michigan IRS ULE-CWA Henry Reichard 2360 W. Dorothy Lane Suite 201 Dayton OH 45439 937-294-7813 937-294-9164 hreichardiuecwa@aol.com Member Jefferies & Company, Inc, William Q. Derrough 520 Madison Avenue 12th Floor New York NY 10022 212-284-2521 212-284-2470 Deterrough@iefferies.com UCC Professional thomas F. Maher, Richard JPMorgan Chase Bank, N.A. Dider, Gianni Russello 270 Park Avenue New York NY 10017 212-270-0426 212-270-0430 gianni russello@ipmorgan.com Administrative Agent Prepetition JPMorgan Chase Bank, N.A. Vilma Francis 270 Park Avenue New York NY 10017 212-270-5484 212-270-5401 vilma.francis@ipmorgan.com Administrative Agent Prepetition Comporation; EDS Information Services, LLC Kramer Levin Naffalis & Frankel LLP Kurtzman Carson Consultants James Le 12910 Culver Blvd. Suite I Los Angeles CA 90066 310-751-1511 310-751-1561 ile@kcclic.com Agent:	Internal Revenue Service		200 Broadway	5th Floor	New York	NV	10007	212-436-1038	212-436-1031	mariaivalerio@irs.gov	IPS
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Pg 5 of 86
Delphi Corporation
Master Service List

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McDermott Will & Emery LLP	Mohsin N. Khambati	227 West Monroe Street		Chicago	IL	60606	312-372-2000	312-984-7700	dcleary@mwe.com mkhambati@mwe.com	North America, Inc. Counsel for Recticel North America, Inc.
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United States Trustee	Deirdre A. Martini	33 Whitehall Street	Suite 2100	New York	NY	10004	212-510-0500	212-668-2256	service)	United States Trustee
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United States Trustee	Alicia M. Leonard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	service via fax		United States Trustee
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EXHIBIT B

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Sonnenschein Nath & Rosenthal LLP	Jo Christine Reed	1221 Avenue of the Americas	24th Floor	New York	NY	10020		212-768-6700	212-768-6800		USA, Inc. Counsel for Molex, Inc. and INA
Sonnenschein Nath & Rosenthal LLP	Robert E. Richards	8000 Sears Tower	233 South Wacker	Chicago	IL	60606		312-876-8000	312-876-7934	jcreed@sonnenschein.com	USA, Inc. Counsel for Molex, Inc. and INA
Ones: Electronico Inc	Hand D. Carabia, Ohiaf	4 Come Drive	Drive	Deals Dides	N	07050		004 000 7400		rrichards@sonnenschein.com	USA, Inc.
Sony Electronics Inc.	Lloyd B. Sarakin - Chief Counsel, Finance and	1 Sony Drive	MD #1 E-4	Park Ridge	NJ	07656		201-930-7483		lloyd.sarakin@am.sony.com	Counsel to Sony Electronics, Inc.
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Squire, Sanders & Dempsey L.L.P.	Eric Marcks	One Maritime Plaza	Suite 300	San Francisco	CA	94111-3492			415-393-9887	,	Counsel for Furukawa Electric
Squire, Sanders & Dempsey L.L.P.	Donn Avers Dutler	600 Hansen Wav		Palo Alto	CA	94304		650-856-6500	650-843-8777	emarcks@ssd.com	Co., Ltd. And Furukawa Electric Counsel for Furukawa Electric
Squire, Sanders & Dempsey L.L.P.	Penn Ayers Butler	ooo nansen way		Paio Aito	CA	94304		000-000-0000	050-043-0777	pabutler@ssd.com	Co., Ltd. And Furukawa Electric
Steel Technologies, Inc.	John M. Baumann	15415 Shelbyville Road		Louisville	KY	40245		502-245-0322	502-245-0542	imbaumann@steeltechnologies.com	Counsel for Steel Technologies, Inc.
Stein, Rudser, Cohen & Magid LLP	Robert F. Kidd	825 Washington Street	Suite 200	Oakland	CA	94607		510-287-2365	510-987-8333		Counsel for Excel Global
Steinberg Shapiro & Clark	Mark H. Shapiro	24901 Northwestern Highway	Suite 611	Southfield	MI	48075		248-352-4700	248-352-4488	rkidd@srcm-law.com	Logistics, Inc. Counsel for Bing Metals Group,
Sterns & Weinroth, P.C.	Jeffrey S. Posta	50 West State Street, Suite 1400	PO Box 1298	Trenton	NJ	08607-1298		609-3922100	609-392-7956		Inc.; Gentral Transport Counsel for Doosan Infracore
Stevens & Lee, P.C.	Chester B. Salomon, Esq.	485 Madison Avenue	20th Floor	New York	NY	10022		212-319-8500	212-319-8505	jposta@sternslaw.com cs@stevenslee.com	America Corp. Counsel to Tonolli Canada Ltd.; V.
Stinson Morrison Hecker LLP	Constantine D. Pourakis, Mark A. Shaiken	1201 Walnut Street		Kansas City	MO	64106		816-842-8600	816-691-3495	cp@stevenslee.com	Technologies, Inc. and V.J. Counsel to Thyssenkrupp
										mshaiken@stinsonmoheck.com	Waupaca, Inc. and Thyssenkrupp
Stites & Harbison PLLC	Robert C. Goodrich, Jr.	424 Church Street	Suite 1800	Nashville	TN	37219		615-244-5200	615-782-2371	madison.cashman@stites.com	Counsel to Setech, Inc.
Stites & Harbison PLLC	Madison L.Cashman	424 Church Street	Suite 1800	Nashville	TN	37219		615-244-5200	615-782-2371	robert.goodrich@stites.com	Counsel to Setech, Inc.
Stites & Harbison, PLLC	W. Robinson Beard, Esq.	400 West Market Street		Louisville	KY	40202		502-681-0448	502-779-8274	wbeard@stites.com	Counsel to WAKO Electronics (USA), Inc. and Ambrake
Stroock & Stroock & Lavan, LLP	Joseph G. Minias	180 Maiden Lane		New York	NY	10038		212-806-5400	212-806-6006	iminias@stroock.com	Counsel for 975 Opdyke LP; 1401
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Swidler Berlin LLP	Robert N. Steinwurtzel	The Washington Harbour	3000 K Street, N.W	Washington	DC	20007		202-424-7500	202-424-7645		Troy Associates Limited Attorneys for Sanders Lead Co.,
Taft, Stettinius & Hollister LLP	Richard L .Ferrell	425 Walnut Street	Suite 300 Suite 1800	Cincinnati	ОН	45202-3957		513-381-2838		rnsteinwurtzel@swidlaw.com	Inc. Counsel for Wren Industries, Inc.
Tennessee Department of Revenue	Marvin E. Clements, Jr.	c/o TN Attorney General's Office,	PO Box 20207	Nashville	TN	37202-0207		615-532-2504	615-741-3334	ferrell@taftlaw.com	Tennesse Department of Revenue
·		Bankruptcy Division								marvin.clements@state.tn.us	·
Thacher Proffitt & Wood LLP	Jonathan D. Forstot	Two World Financial Center		New York	NY	10281		212-912-7679	212-912-7751	jforstot@tpw.com	Counsel for TT Electronics, Plc
Thacher Proffitt & Wood LLP	Louis A. Curcio	Two World Financial Center		New York	NY	10281		212-912-7607	212-912-7751	lcurcio@tpw.com	Counsel for TT Electronics, Plc
The Furukawa Electric Co., Ltd.	Mr. Tetsuhiro Niizeki	6-1 Marunouchi	2-Chrome, Chiyoda ku	- Tokyo	Japan	100-8322			81-3-3286-3919	niizeki.tetsuhiro@furukawa.co.jp	Legal Department of The Furukawa Electric Co., Ltd.
The Timpken Corporation BIC - 08	Robert Morris	1835 Dueber Ave. SW	PO Box 6927	Canton	ОН	44706		1-330-438-3000	1-330-471-4388		Representative for Timken Corporation
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Thelen Reid & Priest LLP	Daniel A. Lowenthal	875 Third Avenue		New York	NY	10022		212-603-2000	212-603-2001	dlowenthal@thelenreid.com	Group, Inc. d/b/a Guaranty Capital Counsel for Oki Semiconductor
										dlowenthal@thelenreid.com	Company

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Delphi Corporation
2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Thompson & Knight	Rhett G. Cambell	333 Clay Street	Suite 3300	Houston	TX	77002		713-654-1871	713-654-1871	rhett.campbell@tklaw.com	Counsel for STMicroelectronics,
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											Counsel for Royberg, Inc. d/b/a
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United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial	David Jury, Esq.	Five Gateway Center	Suite 807	Pittsburgh	PA	15222		412-562-2549	412-562-2429	djury@steelworkers-usw.org	Counsel to United Steel, Paper and Forestry, Rubber,
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Strok, LLP Weinstein, Eisen & Weiss LLP	Aram Ordubegian	1925 Century Park East	#1150	Los Angeles	CA	90067		310-203-9393	310-203-8110	lekvall@wgllp.com	Electronic Components, Inc. Counsel for Orbotech, Inc.
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White & Case LLP	Margarita Mesones-Mori	Wachovia Financial Center	200 South Biscayne	e Miami	FL	33131		305-371-2700	305-358-5744	jcunningham@whitecase.com	Management, LP Counsel for Appaloosa
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Winstead Sechrest & Minick P.C.	Berry D. Spears	401 Congress Avenue	Suite 2100	Austin	TX	78701		512-370-2800	512-370-2850	barnold@whdlaw.com	Technology Counsel for National Instruments
					TX					bspears@winstead.com	Corporation
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Winthrop Couchot Professional Corporation	Sean A. O'Keefe	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	sokeefe@winthropcouchot.com	Counsel for Metal Surfaces, Inc.
WL Ross & Co., LLC	Oscar Iglesias	600 Lexington Avenue	19th Floor	New York	NY	10022		212-826-1100	212-317-4893	oiglesias@wlross.com	Counsel for WL. Ross & Co., LLC
Womble Carlyle Sandridge & Rice, PLLC	Lillian H. Pinto	300 North Greene Street	Suite 1900	Greensboro	NC	27402		336-574-8058	336-574-4528	Ipinto@wcsr.com	Counsel for Armacell
Zeichner Ellman & Krause LLP	Peter Janovsky	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	pjanovsky@zeklaw.com	Counsel for Toyota Tsusho America, Inc.
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	skrause@zeklaw.com	Counsel for Toyota Tsusho America, Inc.

EXHIBIT C

05-44481-rdd Doc 3247 Filed 04/17/06 Entered 04/17/06 20:35:10 Main Document Pg 23 of 86 Delphi Corporation 2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	PARTY / FUNCTION
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										International, Inc.; Rassini, S.A. de C.V.
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										International, Inc.
Lord, Bissel & Brook LLP	Rocco N. Covino	885 Third Avenue	26th Floor	New York	NY	10022-4802		212-812-8340		Counsel to Sedgwick Claims
										Management Services, Inc. and
										Methode Electronics, Inc.
Morris, Nichols, Arsht and Tunnell	Michael G. Busenkell	PO Box 1347		Wilmington	DE	19899-1347		302-658-9200	302-658-3989	Counsel for Chicago Miniature
										Optoelectronic Technologies, Inc.
Terra Law LLP	David B. Draper	60 S. Market Street	Suite 200	San Jose	CA	95113		408-299-1200	408-998-4895	Counsel for Maxim Integrated
										Products, Inc.

EXHIBIT D

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	PARTY / FUNCTION
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										Professional Technologies
										Services

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re Chapter 11

DELPHI CORPORATION, et al., Case No. 05-44481 (RDD)

(Jointly Administered) Debtors.

ORDER DENYING MOTION FOR ORDER UNDER 11 U.S.C. § 365(d)(2) DIRECTING DEBTOR DELPHI AUTOMOTIVE SYSTEMS LLC TO DETERMINE WITHIN 150 DAYS WHETHER TO ASSUME OR REJECT ITS NONRESIDENTIAL REAL PROPERTY LEASE WITH CHEROKEE NORTH KANSAS CITY, LLC

("CHEROKEE ORDER")

Upon the motion, dated January 18, 2006 (the "Motion"), of Cherokee North Kansas City, LLC ("Cherokee") for an order directing Delphi Automotive Systems, LLC to determine within 150 days whether to assume or reject its nonresidential real property lease with Cherokee (Docket No. 1834); and upon the Debtors' objection to the Motion, dated February 2, 2006 (Docket No. 2035); and upon the record of the hearing held on the Motion; and after due deliberation thereon; and, for the reasons stated by the Court in its ruling set forth in the official transcript of the hearing, the Cherokee having failed to establish sufficient cause for such relief, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is DENIED.

2. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

Dated: New York, New York April 11, 2006

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT F

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

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Debtors. : (Jointly Administered)

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ORDER REGARDING AUTOMOTIVE TECHNOLOGIES INTERNATIONAL, INC.'S MOTION FOR RELIEF FROM AUTOMATIC STAY TO PROCEED WITH APPEALS OF PATENT LITIGATION

("AUTOMOTIVE TECHNOLOGIES ORDER")

Upon the motion, dated March 22, 2006 (the "Motion"), of Automotive Technologies International, Inc. ("ATI") for an order for relief from the automatic stay to proceed with appeals of patent litigation (Docket No. 2928); and upon the Debtors' objection to the Motion, dated April 5, 2006 (Docket No. 3114); and upon the record of the hearing held on the Motion; and after due deliberation thereon; and, for the reasons stated by the Court in its bench ruling, ATI having established sufficient cause for the sole and limited relief described in paragraph 2 of this order, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

- 1. The Motion is GRANTED, in part, and DENIED, in part, as set forth herein.
- 2. The automatic stay of 11 U.S.C. § 362 shall be and hereby is modified for the following sole and limited purpose:

(a) ATI is hereby allowed to prosecute to decision the appeal

captioned Automotive Technologies International, Inc. v. Delphi Corporation, case no. 05-1060,

-1090, in the United States Court of Appeals for the Federal Circuit (the "ATI/Delphi Appeal").

ATI shall not be permitted to enforce any decision rendered in the ATI/Delphi Appeal; and

To the extent the automatic stay applies in this instance, the parties (b)

in interest, including ATI and the Debtors, are hereby allowed to mediate the claims related to

the appeal captioned Automotive Technologies International, Inc. v. BMW of North America,

Inc. et al., case no. 06-1013, -1037, in the United States Court of Appeals for the Federal Circuit.

ATI shall not be permitted to enforce against the Debtors any agreement reached during the

mediation.

3. Except as provided in paragraph 2 of this order, the automatic stay

remains in full force and effect for any other purpose.

4. ATI's rights to seek further relief from the automatic stay are preserved in

full, and the Debtors reserve all rights to object to any further relief requested by ATI.

5. This Court shall retain jurisdiction to hear and determine all matters

arising from the implementation of this order.

Notwithstanding the requirements under Bankruptcy Rule 4001(a)(3), 6.

good cause exists to have this Order become effective immediately upon entry.

Dated: New York, New York

April 11, 2006

/s/ Robert D. Drain_

UNITED STATES BANKRUPTCY JUDGE

2

EXHIBIT G

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
DELPHI CORPORATION, et al.,)	Case No. 05-44481 (RDD)
Debtors.)	Jointly Administered
)	

STIPULATION AND AGREED ORDER AUTHORIZING EXAMINATION OF GENERAL MOTORS CORPORATION PURSUANT TO RULE 2004 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE

On the agreement of the Official Committee of Unsecured Creditors (the "<u>Committee</u>") ¹ and General Motors Corporation ("<u>GM</u>") (collectively, the "<u>Parties</u>") it is hereby stipulated as follows:

Whereas on March 24, 2006, the Committee filed a motion pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure (the "Motion") for an order compelling the production of documents by GM, which Motion attached document requests as Exhibit A; and

Whereas, in an effort to avoid litigation, the Parties met and conferred in good faith on March 31, 2006, to address the Motion and the Committee's document requests and GM's objections thereto; and

Whereas GM agreed to stipulate that the Committee would be permitted to take discovery of GM pursuant to Rule 2004; and

Whereas the Parties agreed to negotiate between themselves the scope of, and schedule for, production without intervention or involvement of the Court unless and until such time that they cannot so agree;

All capitalized terms not otherwise defined herein shall have the meanings ascribed in the Motion.

IT IS HEREBY STIPULATED, CONSENTED TO, AND AGREED THAT:

The Committee is authorized to seek the production of documents from GM pursuant to Federal Rule of Bankruptcy Procedure 2004; the scope of such production and the schedule therefore shall be subject to further negotiation and agreement between the Committee and GM to the extent it has not already been agreed upon, such further negotiation and agreement to be reached without involvement or intervention of the Court unless and until such time that the Committee or GM decides that an acceptable agreement cannot be reached and that intervention of the Court is necessary; and that

The Committee reserves all rights to seek, and shall not be prejudiced in any attempt to seek, further and other forms of discovery from GM in these cases including, but not limited to, supplemental document requests, interrogatories, requests for admissions and depositions; and that

GM reserves all rights to object, and shall not be prejudiced in any attempt to object, to the scope, burden or propriety of any requests set forth in Exhibit A (or any other further request for discovery propounded by the Committee, including on the grounds that certain types of discovery, such as requests for admissions, may not be authorized by Fed. R. Bankr. P. 2004) in any future proceeding before the Court related to the Motion; and that

The Parties agree to the continuing jurisdiction of the Court with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Stipulation, including any motion to compel production of the documents listed on Exhibit A to the Motion.

Dated: New York, New York April 5, 2006

By: /s/ Michael P. Kessler

WEIL, GOTSHAL & MANGES LLP

Martin J. Bienenstock Michael P. Kessler Jeffrey Tanenbaum 767 Fifth Avenue

New York, NY 10153-0119 Telephone: (212) 310-8000

Attorneys for General Motors Corp.

By: /s/ Robert J. Rosenberg

LATHAM & WATKINS LLP

Robert J. Rosenberg Mitchell A. Seider Mark A. Broude 885 Third Avenue

New York, N& 10022-4802 Telephone: (212) 906-1200

Attorneys for Official Committee of Unsecured Creditors

So Ordered

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

April 11, 2006

EXHIBIT H

SOUTHERN DISTRICT OF NEW YORK		
In re:)	Chapter 11
DELPHI CORPORATION, et al.,)	Case No. 05-44481(RDD)

Debtors.

UNITED STATES BANKRUPTCY COURT

INTERIM ORDER UNDER 11 U.S.C. §§ 328 AND 1103 AUTHORIZING EMPLOYMENT AND RETENTION OF JEFFERIES & COMPANY, INC. AS INVESTMENT BANKER TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

Jointly Administered

Upon the amended application, dated February 17, 2006 (the "Application"), of the Official Committee of Unsecured Creditors appointed in the above-captioned cases (the "Committee") for entry of interim and final orders under 11 U.S.C. §§ 328(a) and 1103 and Rules 2014, 2016 and 5002 of the Federal Rules of Bankruptcy Procedure ("Bankruptcy Rules") authorizing the employment and retention of Jefferies & Company, Inc. ("Jefferies") as investment banker advisor to the Committee as of October 18, 2005; and upon the Affidavit of William Q. Derrough, a Managing Director of Jefferies, sworn to February 17, 2006; and upon the proceedings held before this Court; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates and creditors; and the Court being satisfied that Jefferies does not represent any entity, other than the Committee, having an adverse interest in connection with these cases; and the Court being satisfied that the terms of compensation being sought by Jefferies as set forth in the Engagement Letter attached hereto as Exhibit A (the "Engagement Letter") are reasonable; and it appearing that proper and adequate notice of the Application and the terms of the Engagement Letter has been given and that no

further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGES AND DECREED THAT:

- 1. The Application is GRANTED on an interim basis.
- 2. The Committee is authorized to employ and retain Jefferies, as of October 18, 2005, as its investment banker, on an interim basis (pending a final hearing upon adequate notice) to perform the services described in the Application pursuant to the terms set forth in the Engagement Letter.
- 3. To the extent accrued during the interim period of its retention, Jefferies shall receive (a) its \$175,000 per month cash advisory fee and (b) reimbursement of its expenses, subject to the Monthly Compensation Order entered in these Cases, which, except as set forth in the next decretal paragraph, shall not hereafter be subject to challenge except under the standards of review under 11 U.S.C. § 328(a).
- 4. Notwithstanding the preceding decretal paragraph, all compensation and reimbursement to be paid to Jefferies shall be subject to prior approval of this Court, and any fees or expenses paid to Jefferies but disapproved by the Court shall be promptly returned by Jefferies to the Debtors' estates. The United States Trustee shall retain the right to object to Jefferies' fee applications (including expense reimbursement) in respect of fees and expenses accrued during this interim period on all grounds, including, but not limited to, the reasonableness standards provided for in 11 U.S.C. § 330.
- 5. Jefferies shall file fee applications for interim and final allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in 11 U.S.C. §§ 330 and 331, any applicable Bankruptcy Rules, the Local Bankruptcy Rules for the United

States Bankruptcy Court for the Southern District of New York ("Local Rules"), the fee and expense guidelines established by the United States Trustee, and all orders of this Court; provided, however, that Jefferies and its professionals shall only be required to maintain contemporaneous time records for services rendered postpetition in one-hour increments.

- 6. All requests of Jefferies for payment of indemnity, contribution or otherwise pursuant to the indemnification provisions of the Engagement Letter shall be made by means of an interim and final fee application and shall be subject to the review of this Court.
- 7. In no event shall an Indemnified Person (as defined in the Engagement Letter) be indemnified or receive contribution or other payment under the indemnification provisions of the Engagement Letter if the Debtors, their estates, or the Committee assert a claim for, and the Court determines by final order that such claim arose out of, bad-faith, self-dealing, breach of fiduciary duty, if any, gross negligence, or willful misconduct on the part of that or any other Indemnified Person.
- 8. In the event an Indemnified Person seeks reimbursement for attorneys' fees from the Debtors pursuant to the Engagement Letter, the invoices and supporting time records from such attorneys shall be included in Jefferies' own interim and final fee applications, and such invoices and time records shall be subject to the United States Trustee's guidelines for compensation and reimbursement of expenses and the approval of this Court under the standards of 11 U.S.C. § 330 without regard to whether such attorney has been retained under 11 U.S.C. § 330.
- 9. To the extent that any term of this Interim Order is inconsistent with the Engagement Letter, such term of this Interim Order shall govern.

- 10. The Interim Order shall remain in full force and effect until the time the Court enters a final order approving Jefferies' retention.
- Application (the "Notice"), substantially in the form attached hereto as Exhibit B, on all known creditors in these chapter 11 cases, at least 45 days before such final hearing. Notice served pursuant to the preceding sentence shall be via first class mail, postage prepaid. No further notice of the final hearing to approve the Application or of the entry of the Interim Order need be served by the Committee.
- 12. Objections, if any, to the approval of the Application on a final basis must be in writing and filed timely in accordance with the requirements set forth in the Notice. A hearing shall be held on June 15, 2006 at 10:00 a.m. to determine whether to approve the Application on a final basis.

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13. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Interim Order.

14. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Date: New York, New York April 11, 2006

> _/s/Robert D. Drain _____ UNITED STATES BANKRUPTCY JUDGE

NO OBJECTION:

DEIRDRE A. MARTINI UNITED STATES TRUSTEE

By: /s/ Alicia M. Leonhard Alicia M. Leonhard Attorney Exhibit A



Jefferies & Company, Inc.

520 Madison Avenue, 12th Floor New York, NY 10022 tel 212,284 2550 tax 212,264,2111 www.jefco.com

Engagement Letter

December 19, 2005

Official Committee of Unsecured Creditors of Delphi Corporation, et al. c/o Latham & Watkins LLP 885 Third Avenue New York, New York 10022

Attention: Robert J. Rosenberg, Esq.

Re: Financial Restructuring Advisory Services

This agreement (the "Agreement") will confirm the arrangements under which Jefferies & Company, Inc. ("Jefferies") has been engaged by the Official Committee of Unsecured Creditors (the "Committee"), appointed in the bankruptcy cases (the "Cases") of Delphi Corporation and its debtor affiliates (collectively, the "Debtors"), which are now pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), to act as financial restructuring advisor to the Committee in the Cases.

Services. In connection with the Cases, Jefferies will perform the following financial advisory services, among others, for the Committee: (a) become familiar, to the extent Jefferies deems appropriate, with and analyze the business, operations, assets, financial condition and prospects of the Debtors; (b) advise the Committee on the current state of the "restructuring market"; (c) assist and advise the Committee in examining and analyzing any potential or proposed strategy for restructuring or adjusting the Debtors' outstanding indebtedness, labor costs or capital structure, whether pursuant to a plan of reorganization, a sale of assets or equity under Section 363 of the Bankruptcy Code, a liquidation, or otherwise (the "Restructuring"), including, where appropriate, assisting the Committee in developing its own strategy for accomplishing a Restructuring; (d) assist and advise the Committee in evaluating and analyzing the proposed implementation of any Restructuring, including the value of the securities, if any, that may be issued under any plan of reorganization; and (e) render such other financial advisory services as may from time to time be agreed upon by the Committee and Jefferies, including but not limited to providing expert testimony, and other expert and financial advisory support related to any threatened, expected, or initiated litigation. It is expressly agreed that, other than as set forth above, Jefferies will not evaluate or attest to the Debtors' internal controls, financial reporting, illegal acts or disclosure deficiencies.

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2. <u>Cooperation</u>.

- (a) The Committee will furnish or use its best effort to cause the Debtors to furnish Jefferies with all materials and information regarding the business and financial condition of the Debtors which the Committee and/or the Debtors believe are relevant to any Restructuring or which Jefferies requests (all such information gathered or furnished being the "Information"). The Committee will or will use its best effort to cause the Debtors to advise Jefferies promptly of the occurrence of any event or any other change in fact or circumstance prior to the closing of any Restructuring upon which Jefferies formed part or all of its opinions, advice, or conclusions, or which could reasonably be expected to result in some or all of the Information being incorrect, inaccurate, or misleading.
- (b) Jefferies (i) will be relying on the Information and on information available from generally recognized public sources, without having independently verified the accuracy or completeness of the same, (ii) does not assume responsibility for the accuracy or completeness of any such information and data, (iii) will not make an appraisal of any assets or liabilities of the Debtors (provided that Jefferies will, if requested by the Committee, conduct a going concern valuation of the Debtors in accordance with standard investment banking practices), and (iv) retains the right to perform due diligence during the course of this engagement.

3. Use of Name, Advice, etc.

- (a) The Committee agrees and will use its best efforts to cause the Debtors to agree that any reference to Jefferies in any public release, communication, or other material by the Committee (other than pleadings or other documents filed with the Bankruptcy Court containing non-substantive references to Jefferies) is subject to Jefferies' prior written approval, which may be given or withheld in its sole discretion and, if given, will expire immediately upon the termination of Jefferies' services hereunder. If Jefferies resigns prior to the dissemination of any such public release, communication or material, no reference shall be made therein to Jefferies, despite any prior written approval that may have been given therefor. No statements made or advice rendered by Jefferies in connection with the services performed by Jefferies pursuant to this Agreement will be quoted by, nor will any such statements or advice be referred to in, any public communication, whether written or oral, prepared, issued or transmitted, directly or indirectly, by the Committee or the Debtors without the prior written authorization of Jefferies, which may be given or withheld in its sole discretion, except to the extent required by law (in which case the appropriate party shall so advise Jefferies in writing prior to such use and shall consult with Jefferies with respect to the form and timing of disclosure).
- (b) Jefferies' advice is solely for the use and information of the Committee, and is only to be used in considering the matters to which this Agreement relates. Such advice may not be relied upon by any other entity including, but not limited to, any

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member of the Committee in its individual capacity, any other security holder, employee or creditor of the Debtors and may not be used or relied upon for any other purpose.

- (c) The Committee acknowledges that Jefferies will act as an independent contractor hereunder, and that Jefferies' responsibility to the Committee is solely contractual in nature and that Jefferies does not owe the Committee, or any other person or entity, any fiduciary or similar duty as a result of its engagement hereunder or otherwise. Jefferies and the Indemnified Persons (as defined in Schedule A hereto) shall not be deemed agents or fiduciaries of the Committee, any of its members, or the Debtors, and will not have, nor be held out to third parties as having, the authority to legally bind any of the foregoing.
- 4. <u>Compensation</u>. The Committee agrees to promptly seek approval of the following:
- The Debtors' estates shall pay to Jefferies a monthly fee (the "Monthly (a) Fee") equal to \$175,000 per month. If this Agreement becomes effective on a day other than the first day of the month, Jefferies will be paid a Monthly Fee pro rated from the Effective Date (as defined below) of this Agreement to the end of the first month. Each Monthly Fee will be fully accrued, due and payable on the first day of each month (subject to Bankruptcy Court approval), provided, however, that the first Monthly Fee shall be payable on the date that this Agreement becomes effective. At any time during the term of this Agreement, the Committee may, in its sole discretion, require Jefferies to cease providing services in these cases for one or more consecutive calendar months, not to exceed three (3) months in the aggregate (a "No Service Period"). The Committee must provide Jefferies with at least 15 days' prior notice of the commencement of a No Service Period. Jefferies shall not be entitled to receive any Monthly Retainer with respect to a No Service Period. One-half (50%) of the aggregate Monthly Fees actually paid by the Debtors' estates commencing with the 19th Monthly Fee shall be credited against the Transaction Fee otherwise payable to Jefferies pursuant to Section 4(b).
- (b) In addition, in consideration of the services rendered by Jefferies hereunder, the Debtors' estates shall pay to Jefferies a transaction fee (the "Transaction Fee") in an amount equal to: (i) 0.50% of Total Consideration (as defined below), if any, received by unsecured creditors in the Cases greater than \$0.50 up to and including \$0.75 per \$1.00 of allowed claim, and (ii) 0.75% of Total Consideration, if any, received by unsecured creditors in the Cases greater than \$0.75 per \$1.00 of allowed claim. The Transaction Fee shall not be less than \$2 million or greater than \$10 million (the "Cap"); provided that notwithstanding any language in this Agreement, an additional payment request, if any, by Jefferies, for whatever reason, shall not exceed \$2 million above the Cap. The Transaction Fee is fully earned and accrued upon approval of this Agreement by the Bankruptcy Court in accordance with Section 8 below, and is due and payable on the earliest of (i) the date of receipt of initial distributions by unsecured creditors in the Cases, (ii) the effective date of the Plan, or (iii) solely with respect to the portion of the Transaction Fee payable in publicly traded securities, on the seventy-first trading day

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after the effective date of the Plan; <u>provided</u>, <u>however</u>, that any portion of the Transaction Fee arising from any contingent payments shall be due and payable on the date such contingent payment is made to unsecured creditors.

For the purposes hereof, "Total Consideration" shall mean the total aggregate consideration paid by the Debtors on account of allowed unsecured claims against the Debtors pursuant to a plan or plans of reorganization in the Cases (including any amounts in escrow), but excluding any unsecured claims of, and consideration paid by the Debtors on account of claims of, the Pension Benefit Guaranty Corporation (the "PBGC") or any assignee of the PBGC. Total Consideration shall include, without limitation: (i) cash; (ii) notes, securities and other property; (iii) payments made in installments; and (iv) contingent payments (whether or not related to future earnings or operations). For purposes of computing any fees payable to Jefferies hereunder, non-cash consideration shall be valued as follows: (x) publicly traded securities shall be valued at the ten day volume weighted average price (as reported in The Wall Street Journal) commencing on the sixty-first trading day after the closing of the transaction and (y) any other non-cash consideration shall be valued at the fair market value thereof on the day prior to closing as determined in good faith by the Committee and Jefferies. If the parties are unable to agree on the value of any other property, its value will be determined by arbitration in a manner consistent with any order entered by the Bankruptcy Court and in accordance with the provisions of paragraph 11 of this Engagement Letter. Each party will pay its own costs in connection with the arbitration, and the cost of the arbitration itself will be borne equally by the parties.

To the extent that the Total Consideration to unsecured creditors in the Cases consists of cash consideration, then the Transaction Fee shall be payable in cash. To the extent that the Total Consideration consists of non-cash consideration, then the Transaction Fee described herein may be paid in like consideration, at the Committee's sole discretion.

- (c) The Committee acknowledges that in light of Jefferies' substantial experience and knowledge in the restructuring market, the uncertain nature of the time and effort that may be expended by Jefferies in fulfilling its duties hereunder, the opportunity cost associated with undertaking this engagement, and the "market rate" for professionals of Jefferies' stature in the restructuring market generally, the fee arrangement hereunder is just, reasonable and fairly compensates Jefferies for its services.
- 5. Expenses. In addition to any fees that may be paid to Jefferies hereunder, whether or not any Restructuring occurs, the Committee shall cause the Debtors' estates to reimburse Jefferies, in accordance with the terms of any applicable orders of the Bankruptcy Court, for all out-of-pocket expenses (including reasonable fees and expenses of its counsel, travel and lodging expenses, word processing charges, messenger and duplication services, facsimile expenses and other customary expenditures) incurred by Jefferies in connection with the engagement contemplated hereunder.

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- 6. <u>Termination</u>. Jefferies' engagement hereunder will run from the date of Jefferies' selection by the Committee, subject to approval by an order of the Bankruptcy Court that is acceptable to Jefferies in its sole and absolute discretion (the "Effective Date"), to the earlier of the date on which (A) each of the Cases is either (i) dismissed, (ii) converted to cases under chapter 7 of the Bankruptcy Code, or (iii) subject to the Plan that has been confirmed by the Bankruptcy Court and has become effective, or (B) Jefferies' services hereunder are terminated by written notice by either Jefferies or the Committee on fifteen days' notice to the other. Upon any termination of this Agreement, the Debtors' estates shall pay Jefferies any accrued but unpaid fees hereunder, and shall reimburse Jefferies for any unreimbursed expenses that are reimbursable hereunder. In the event Jefferies' services hereunder are terminated by the Committee pursuant to clause (B) above, and a Restructuring is completed within one year of such termination, then the Debtors' estates shall pay Jefferies in cash, the Transaction Fee. Upon termination of this Agreement for any reason, Schedule A to this Agreement, including the indemnity and contribution provisions therein, and the provisions of Sections 3-5, 6, 7, 9, and 11-15 of this Agreement shall remain operative and in full force and effect, and shall be binding upon, and shall inure to the benefit of, any successors, assigns, heirs and personal representatives of the Debtors, their estates, the Committee, Jefferies, and the Indemnified Persons, and any chapter 7 trustee appointed in the Cases.
- 7. <u>Indemnification, etc.</u> As further consideration under this Agreement, the Debtors shall indemnify and hold harmless the Indemnified Persons (as defined in <u>Schedule A</u>) in accordance with <u>Schedule A</u>. The terms and provisions of <u>Schedule A</u> are incorporated by reference herein, constitute a part hereof and shall survive any termination or expiration of this Agreement.
- Bankruptcy Court Approval. The Committee shall use its reasonable best efforts to obtain prompt approval of this Agreement, pursuant to sections 328 and 1103 of the Bankruptcy Code, from the bankruptcy court or district court having jurisdiction and presiding over the Cases (the "Bankruptcy Court"). Such approval shall provide for retention of Jefferies effective as of October 18, 2005, shall incorporate all of the terms and conditions herein (explicitly including, but not limited to, the acknowledgements and obligations of the Debtors' estates set forth in Sections 2-5, 6, 7, 11-15, and Schedule A), shall bind the Debtors' estates to such terms and conditions as if the Debtors were a signatory hereto, and shall provide that Jefferies' compensation shall be subject to the standard of review provided for in section 328(a) of the Bankruptcy Code, and not subject to any other standard of review, including the standard of review under section 330 of the Bankruptcy Code. The Committee agrees that the application to retain Jefferies pursuant hereto, and the proposed interim and final orders in connection therewith, will be subject to the prior approval of Jefferies in its sole and absolute discretion, and agrees that this Agreement (except for obligations under Schedule A hereto) shall be null and void and Jefferies shall have no obligations hereunder unless a final order, no longer subject to appeal, rehearing, reconsideration or petition for certiorari, which is acceptable to Jefferies in its sole and absolute discretion, is entered by the Bankruptcy Court.

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Notwithstanding the Debtors' obligations hereunder to pay the fees and expenses of Jefferies, to indemnify Jefferies and to provide Jefferies with information, it is understood and agreed that Jefferies' sole and exclusive client is the Committee, and Jefferies will in no circumstance be deemed to be an advisor to or have any obligation to any other party.

9. No Assurances; Other Transactions; Disclaimer.

- (a) This Agreement does not constitute a commitment or obligation by Jefferies or any of its affiliates to provide any financing which may be required or advisable in connection with any Restructuring. By signing this Agreement, the Committee expressly acknowledges that Jefferies does not guarantee, warrant or otherwise provide assurance that the Debtors will be able to implement or consummate any Restructuring or achieve any other result.
- (b) The Committee acknowledges that Jefferies Group, Inc. (the parent of Jefferies) and its subsidiaries, and affiliates (collectively, the "Jefferies Group") are involved in a wide range of investment banking and other activities (including investment management, corporate finance and securities issuing, trading and research) from which conflicting interests, or duties, may arise. In addition, the Committee acknowledges that certain entities within the Jefferies Group, including Jefferies, are registered as brokerdealers under the Securities Exchange Act of 1934, as amended, and, in the ordinary course of business, each such broker-dealer, including Jefferies, effects transactions for its own account or for the accounts of customers. In connection with these activities, such broker-dealers may, from time to time, effect transactions in securities, including securities of the Debtors, of the members of the Committee, of other creditors of the Debtors and of potential participants in any Restructuring, and may at any time hold a long or short position in such securities. The Committee further acknowledges that certain of these broker-dealers, including Jefferies, through their research departments, may from time to time publish research reports or other materials or provide research recommendations, the substance and/or timing of which may conflict with the views or advice of the members of Jefferies' investment banking department, and may have an adverse effect on the Committee's interests in connection with the Restructuring or otherwise. Jefferies' investment banking department is managed separately from its research department, and does not have the ability to prevent such occurrences.

Each entity which provides or will provide services to the Committee contemplated by this Agreement (the "Committee Personnel") maintains and will continue to maintain "information barriers" between the division containing Committee Personnel and the other departments of such entity. Without limiting the generality of the foregoing, Jefferies (which will primarily employ Committee Personnel) maintains and will continue to maintain "information barriers" between its investment banking department (in which the Committee Personnel are employed) and each of its sales and trading and research department. As used herein, the term "information barrier" means policies and procedures maintained by such entity within the Jefferies Group to prevent the passage of communication of material non-public information concerning a client or

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the activities of such entity from the investment banking department to any other department within such entity, including, but not limited to, the sales, trading, and research department, and vice versa. Accordingly, information that is held elsewhere within the Jefferies Group, but of which none of the Committee Personnel actually has knowledge (or without breach of internal procedures could properly obtain knowledge), will not for any purpose be taken into account in determining Jefferies' responsibilities to the Committee under this Agreement. Information obtained by the Committee Personnel in the course of its performing its services to the Committee pursuant to this Agreement will not become available for any purposes to any other personnel within any entity within the Jefferies Group. Neither Jefferies nor any other part of the Jefferies Group will have any duty to disclose to the Committee or any other party, or utilize for the Committee's benefit, any non-public information acquired in the course of providing services to any other person, engaging in any transaction (for its own account or otherwise) or otherwise carrying on its business.

- 10. <u>Construction and Governing Law.</u> This Agreement, together with Schedule A attached hereto and made part hereof, incorporates the entire understanding of the parties and supersedes all previous agreements relating to the subject matter hereof should they exist. This Agreement and any issue arising out of or relating to the parties' relationship hereunder shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to principles of conflicts of law.
- Arbitration. Any dispute, claim or controversy directly or indirectly relating to or 11. arising out of this Agreement, the termination or validity hereof, any alleged breach of this Agreement or the engagement contemplated hereby (any of the foregoing, a "Claim") shall be brought in the Bankruptcy Court. If the Bankruptcy Court declines jurisdiction over any such matter, or if the reference is withdrawn to the district court, the parties agree that any Claim shall be submitted to JAMS/ENDISPUTE, or its successor, in New York, New York, for mediation; and if the matter is not resolved through mediation, then it shall be submitted for final and binding arbitration in front of a panel of three arbitrators with JAMS/ENDISPUTE in New York, New York under the JAMS/ENDISPUTE Comprehensive Arbitration Rules and Procedures (with each of Jefferies and the plaintiff choosing one arbitrator, and the chosen arbitrators choosing the third arbitrator). The arbitrators shall, in their award, allocate all of the costs of the arbitration (and the mediation, if applicable), including the fees of the arbitrators and the reasonable attorneys' fees of the prevailing party, against the party who did not prevail. The award in the arbitration shall be final and binding. The arbitration shall be governed by the Federal Arbitration Act, 9 U.S.C. §§ 1–16, and judgment upon the award rendered by the arbitrators may be entered by any court having jurisdiction thereof. The Debtors and the Committee agree and consent to personal jurisdiction, service of process and venue in any federal or state court within the State of New York in connection with any action brought to enforce an award in arbitration.
- 12. <u>Payments</u>. All payments to be made to Jefferies hereunder shall be the joint and several liability of each of the Debtors' estates in the Cases, and, unless otherwise agreed

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by Jefferies in its sole and absolute discretion, shall be made in cash by wire transfer of immediately available U.S. funds, without deduction for any tax, subject to any necessary Bankruptcy Court approval. Except as expressly set forth herein, no fee payable to Jefferies hereunder shall be credited against any other fee due to Jefferies. Subject to Bankruptcy Court approval, the obligation of the Debtors' estates to pay any fee or expense set forth herein shall be absolute and unconditional and shall not be subject to reduction by way of setoff, recoupment or counterclaim.

- 13. <u>Announcements</u>. The Committee and the Debtors agree that Jefferies may, following any Restructuring, place an announcement in such newspapers, electronic media and periodicals as it may choose, stating Jefferies' role and other material terms of the Restructuring. Jefferies shall be entitled to identify the Committee and use the Debtors' name and logo, if any, in connection therewith. The Committee agrees, and will use its reasonable best efforts to cause the Debtors to agree, that any press release it may issue announcing the Restructuring will, at Jefferies' request, contain a reference to Jefferies' role in the Restructuring.
- 14. <u>Notices</u>. Notice given pursuant to any of the provisions of this Agreement shall be in writing and shall be mailed or delivered (a) if to the Committee, at the address set forth above, and (b) if to Jefferies, at 520 Madison Avenue, 12th Floor, New York, New York 10022, Attention: General Counsel, with a copy to Milbank, Tweed, Hadley & McCloy LLP, One Chase Manhattan Plaza, New York, New York 10005, Attention: Susheel Kirpalani.
- 15. <u>Miscellaneous</u>. This Agreement incorporates the entire agreement between the parties with respect to the subject matter hereof, and may not be amended or modified except in writing signed by each party hereto, subject to any necessary Bankruptcy Court approval. If any provision hereof shall be determined to be invalid or unenforceable in any respect, such determination shall not affect such provision in any other respect nor any other provision hereof. Headings used herein are for convenience of reference only and shall not affect the interpretation or construction of this Agreement. This Agreement may be executed in one or more facsimile counterparts, each of which will be deemed to be an original and all of which together will be deemed to be one and the same document.
- 16. <u>Patriot Act</u>. Jefferies hereby notifies the Debtors, the Committee, and the Committee's members that pursuant to the requirements of the USA PATRIOT Act (the "<u>Patriot Act</u>"), Jefferies may be required to obtain, verify and record information that identifies the Debtors, the Committee and the members of the Committee in a manner that satisfies the requirements of the Patriot Act. This notice is given in accordance with the requirements of the Patriot Act.

Official Committee of Unsecured Creditors of Delphi Corporation, et al.

December 19, 2005

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Please sign and return an original and one copy of this letter to the undersigned to indicate your acceptance of the terms set forth herein.

Sincerely,

JEFFERIES, & COMPANY, INC.

Rv

Name: William Q. Derrough Title: Managing Director

Accepted and Agreed:

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF DELPHI CORPORATION, ET AL.

By]

Name: DAVID BATG

Title: Chairperson

By.

Name:

Title: Chairperson

Official Committee of Unsecured Creditors of Delphi Corporation, et al.

December 19, 2005

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Please sign and return an original and one copy of this letter to the undersigned to indicate your acceptance of the terms set forth herein.

Sincerely,

JEFFERIES, & COMPANY, INC.

Name: William Q. Derrough

Title: Managing Director

Accepted and Agreed:

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF DELPHI CORPORATION, ET AL.

By ______Name:

Title: Chairperson

By Name Total

Fitle: Chairperson

SCHEDULE A

Reference is hereby made to the engagement letter attached hereto (as amended from time to time in accordance with the terms thereof, the "Agreement") between Jefferies & Company, Inc. ("Jefferies") and the Official Committee of Unsecured Creditors (the "Committee") appointed in the bankruptcy cases (the "Cases") of Delphi Corporation and its debtor affiliates (collectively, the "Debtors"), which are now pending in the United States Bankruptcy Court for the Southern District of New York. Unless otherwise noted, all capitalized terms used herein shall have the meanings set forth in the Agreement.

Any and all obligations and agreements of the Debtors under this Schedule A shall be equally applicable to, and binding upon, each of the Debtors' bankruptcy estates and any chapter 7 trustee appointed in any of the Debtors' bankruptcy cases.

As further consideration under the Agreement, the Debtors agree to indemnify and hold harmless Jefferies and its affiliates, and each of their respective officers, directors, managers, members, partners, counsel, employees and agents, and any other persons controlling Jefferies or any of its affiliates (collectively, "Indemnified Persons"), to the fullest extent lawful, from and against, and the Debtors agree that no Indemnified Persons shall have any liability to the Debtors or any of its owners, parents, affiliates, security holders or creditors for, any claims, liabilities, losses, damages and expenses (or actions in respect thereof), as incurred (collectively, "Losses"), related to or arising out of or in connection with Jefferies' services under the Agreement, any Restructuring or any proposed transaction contemplated by the Agreement, or any Indemnified Person's role in connection therewith, provided, however, that the Debtors shall not be responsible for any Losses of any Indemnified Person that are determined, by a final, non-appealable judgment by a court, or arbitral tribunal, to have resulted solely from such Indemnified Person's gross negligence, bad faith or willful misconduct.

Neither the Debtors nor the Committee shall settle or compromise, or consent to the entry of any judgment in, or otherwise seek to terminate, any pending or threatened action, claim, suit or proceeding in which any Indemnified Person is or may be a party, unless such Indemnified Person has given its prior written consent, or the settlement, compromise, consent or termination includes an express unconditional release of such Indemnified Person from all Losses arising out of such action, claim, suit or proceeding.

If for any reason (other than the gross negligence or willful misconduct of an Indemnified Person as provided above) the foregoing indemnity is unavailable to an Indemnified Person or insufficient to hold an Indemnified Person harmless, then the Debtors, to the fullest extent permitted by law, shall contribute to the amount paid or payable by such Indemnified Person as a result of such Losses in such proportion as is appropriate to reflect the relative fault of the Debtors and the Committee, as applicable, on the one hand, and the relative fault of Jefferies on the other, as well as any relevant equitable considerations. Notwithstanding the provisions hereof, the aggregate contribution of all Indemnified Persons to all Losses shall not exceed the amount of fees actually received by Jefferies with respect to the services rendered pursuant to the Agreement. Relative benefits to the Debtors and the Committee, as applicable, on the one hand, and to Jefferies, on the other hand, shall be deemed to be in the same proportion as the total transaction value of any Restructuring (or the total transaction value of any proposed Restructuring) to all fees actually received by Jefferies in connection with the Agreement.

The Debtors agree to reimburse the Indemnified Persons for all expenses (including, without limitation, fees and expenses of counsel) as they are incurred in connection with investigating, preparing, defending or settling any action or claim for which indemnification or contribution has or is reasonably likely to be sought by the Indemnified Person, whether or not in connection with litigation in which any Indemnified Person is a named party. If any of Jefferies' personnel appear as witnesses, are deposed or are otherwise involved in the defense of any action against Jefferies, the Committee, the Debtors, or any such entity's affiliates, officers, managers, directors or employees, the Debtors will pay Jefferies (i) with respect to each day or part thereof that one of Jefferies' professional personnel appears as a witness or is deposed and/or (ii) with respect to each day or part thereof that one of Jefferies' professional personnel is involved in the preparation therefore, (a) a fee of \$4,000 per day for each such person with respect to each appearance as a witness or a deponent and (b) at a rate of \$400 per hour with respect to each hour of preparation for any such appearance, and the Debtors will reimburse Jefferies for all reasonable out-of-pocket expenses incurred by Jefferies by reason of any of its personnel being involved in any such action, including but not limited to \$400 per hour per person with respect to each hour of time spent responding to or relating to any other or further discovery requests.

The indemnity, contribution and expense reimbursement obligations set forth herein (i) shall be in addition to any liability the Debtors may have to any Indemnified Person at common law or otherwise, (ii) shall survive the expiration or termination of the Agreement or Jefferies' services thereunder, (iii) shall apply to any modification of

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SCHEDULE A (cont'd)

Jefferies' engagement, and shall remain in full force and effect following the completion or termination of the Agreement, (iv) shall remain operative and in full force and effect regardless of any investigation made by or on behalf of Jefferies or any other Indemnified Person, (v) shall be binding on any successor or assign of the Debtors, including any chapter 7 trustee appointed in any of the Debtors' bankruptcy cases, the Committee and each of its members, and any successors or assigns thereof and (vi) shall inure to the benefit of any successor or assign of any Indemnified Person.

Exhibit B

LATHAM & WATKINS LLP
885 Third Avenue
New York, New York 10022-4802
Telephone: (212) 906-1200
Robert J. Rosenberg (RR-9585)
Mitchell A. Seider (MS-4321)
Mark A. Broude (MB-1902)
Email: robert.rosenberg@lw.com
 mitchell.seider@lw.com
 mark.broude@lw.com

Attorneys for the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
DELPHI CORPORATION, et al.,)	Case No. 05-44481(RDD)
)	Jointly Administered
)	
Debtors.)	

NOTICE OF AMENDED APPLICATION AND ENTRY OF INTERIM ORDER UNDER 11 U.S.C. §§ 328 AND 1103 AUTHORIZING EMPLOYMENT AND RETENTION OF JEFFERIES & COMPANY, INC. AS INVESTMENT BANKER TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

TO: ALL KNOWN CREDITORS OF THE DEBTORS AND UNITED STATES TRUSTEE FOR THE SOUTHERN DISTRICT OF NEW YORK

PLEASE TAKE NOTICE that on February 17, 2006, the Official Committee of Unsecured Creditors appointed in the above-captioned cases (the "Committee") filed its amended application, dated February 17, 2006, of for entry of interim and final orders under 11 U.S.C. §§ 328(a) and 1103 and Rules 2014, 2016 and 5002 of the Federal Rules of Bankruptcy Procedure authorizing the employment and retention, as of October 18, 2005, of Jefferies & Company, Inc. ("Jefferies") as its investment banker (the "Application").

PLEASE TAKE FURTHER NOTICE that pursuant to the Application, the Committee is seeking to retain Jefferies, pursuant to that certain Engagement Letter, dated as of December 19, 2005, by and among the Committee and Jefferies (the "Engagement Letter"), to perform, among others, the following services:

- a) valuation of the Debtors' enterprise value, on a consolidated and division basis;
- b) pricing of any securities to be issued in the Restructuring, as well as evaluation of the terms of any such securities;
- c) evaluation of any financing proposed as part of the Restructuring, including, without limitation, debtor in possession financing and exit financing;
- d) assist and advise the Committee in examining and analyzing any potential or proposed strategy for restructuring or adjusting the Debtors' outstanding indebtedness, labor costs or capital structure, including, without limitation, assessment of leverage and capital structure of the reorganized entities, evaluation of business acquisitions/divestitures (including monitoring of any purchase/sale process);
- e) analysis of restructuring proposals from various constituencies, including, without limitation, labor concession proposals, pension and OPEB restructuring plans;
- f) assist and advise the Committee in evaluating and analyzing the proposed implementation of a Restructuring; and
- g) render such other investment banking services as may from time to time be agreed upon by the Committee and Jefferies, including, without limitation, providing expert testimony and other expert and investment banking support related to any threatened, expected, or initiated litigation.

PLEASE TAKE FURTHER NOTICE that, if the Application is approved, Jefferies will, unless such terms prove to be improvident in light of developments not capable of being anticipated at the time of the Hearing, be entitled to receive compensation as set forth in the Engagement Letter. In summary, Jefferies will be entitled to receive the following:

- (a) a monthly fee (the "Monthly Fee") of \$175,000 per month, and
- (b) a transaction fee (the "Transaction Fee") in an amount equal to (i) 0.5% of Total Consideration greater than \$0.50 up to and including \$0.75 per \$1.00 of allowed unsecured claim, and (ii) 0.75% of Total Consideration greater than \$0.75 per \$1.00 of allowed unsecured claim (such fee arrangement is hereinafter referred to as the "Fee Structure"). The Transaction Fee for Jefferies shall not be less than \$2 million or greater than \$10 million (the "Cap"); provided that notwithstanding any language in the Engagement Letter, an additional payment request, if any, by Jefferies, for whatever reason, shall not exceed \$2 million above the Cap.
- (c) reimbursement of all reasonable out-of-pocket expenses, including, without limitation, all reasonable travel expenses, duplicating charges, messenger services, long distance telephone calls and other customary expenditures incurred by Jefferies in performing its investment banking services.

PLEASE TAKE FURTHER NOTICE that if the Application is granted, the Debtors and their estates will indemnify and hold harmless Jefferies, its agents, principals and employees for all claims, damages, liabilities and expenses to which such parties may have been

[&]quot;Total Consideration" is defined as the aggregate consideration, if any, paid by the Debtors on account of allowed unsecured claims pursuant to the any plan of reorganization confirmed in these cases (including any amounts in escrow), but excluding any consideration paid on account of allowed claims of the Pension Benefit Guaranty Corporation, or any assignee thereof. The Transaction Fee will be payable on the earlier of (a) the date of the receipt of initial distributions by the Debtors' unsecured creditors and (b) the effective date of the plan. To the extent the Total Consideration is paid in cash, the Transaction Fee is also payable in cash. To the extent the Total Consideration will consist of non-cash consideration, in the Committee's sole discretion, the Transaction Fee may be payable in like consideration.

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subject to as a result of their involvement with providing investment banking services, except to the extent that such claims, damages, liabilities and expenses resulted, in whole or in part, from bad-faith, self-dealing, breach of fiduciary duty, if any, gross negligence or willful misconduct.

PLEASE TAKE FURTHER NOTICE that the foregoing summary of certain elements of Jeffries' retention is not complete and that the full terms of the retention are contained in the Application and the Engagement Letter, which are available for inspection at the office of the clerk of the Bankruptcy Court and on the Bankruptcy Court's internet site at www.nysb.uscourts.gov, through an account obtained from Pacer Services Center at 800-676-6856. To the extent that the summary of the retention terms set forth in this notice conflict with the terms of the Engagement Letter, the terms of the Engagement Letter shall control.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the approval of the Application on a final basis must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, (c) be filed with the Bankruptcy Court in accordance with General Order M-242, as amended (registered users of the Bankruptcy Court's case filing system must file electronically and all other parties-in-interest must file on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert Drain, United States Bankruptcy Judge, and (e) served upon (i) Jefferies at 520 Madison Avenue, 5th Floor, New York, NY 10022 (Att'n: William Q. Derrough), (ii) counsel to Jefferies, Milbank, Tweed, Hadley & McCloy LLP, at One Chase Manhattan Plaza, New York, NY 10005 (Att'n: Susheel Kirpalani), (iii) counsel to the Committee, Latham & Watkins LLP, at 885 Third Avenue, New York, NY 10022, (iv) the Debtors at Delphi Corporation, 5725 Delphi Drive, Troy, Michigan

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48098 (Att'n: General Counsel), (v) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (vi) special counsel to the Debtors, Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022 (Att'n: Douglas P. Bartner), (vii) counsel to the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York 10044 (Att'n: Deirdre A. Martini, Esq.), and (ix) the indenture trustees for the Debtors' outstanding debt securities, Wilmington Trust Company, 1100 North Market Street, Rodney Square North, Wilmington, Delaware 19890 (Att'n: Corporate Trust Office) and Law Debenture Trust Company of New York, 780 Third Avenue, 31st Floor, New York, New York 10017 (Att'n: Corporate Trust Office), in each case so as to be received no later than 4:00 p.m. Eastern Time on June 8, 2006.

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Application on a final basis will be held on June 15, 2006 at 10:00 a.m. before the Honorable Robert Drain, United States Bankruptcy Judge, in the Bankruptcy Court, Courtroom 610, One Bowling Green, New York, New York 100004-1408.

Date: New York, New York
_______, 2006

LATHAM & WATKINS LLP

By: /s/ Robert J. Rosenberg
Robert J. Rosenberg (RR-9585)
Mitchell A. Seider (MS-4321)
Mark A. Broude (MB-1902)
885 Third Avenue, Suite 1000
New York, New York 10022
Telephone: (212) 906-1200

Attorneys for the Official Committee of Unsecured Creditors

EXHIBIT I

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----X

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

.

Debtors. : (Jointly Administered)

:

-----x

ORDER UNDER 11 U.S.C. §§ 107(b), 501, 502, AND 1111(a) AND FED. R. BANKR. P. 1009, 2002(a)(7), 3003(c)(3), AND 5005(a) ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM AND APPROVING FORM AND MANNER OF NOTICE THEREOF

("BAR DATE ORDER")

Upon the motion, dated March 17, 2006 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order"), under 11 U.S.C. §§ 107(b), 501, 502, and 1111(a) and Rules 1009, 2002(a)(7), 3003(c)(3), and 5005(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), establishing bar dates for all creditors to file proofs of claim in these chapter 11 cases and approving the form and manner of notice thereof; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

- 2. Pursuant to Bankruptcy Rules 3003(c)(3) and 5005(a), except as set forth herein, all persons and entities, including, without limitation, individuals, partnerships, limited liability companies, corporations, estates, trusts, unions, indenture trustees, the United States Trustee, and governmental units (individually, a "Person" or "Entity," and collectively, "Persons" or "Entities" or the "Creditors") holding or wishing to assert claims (as such term is defined in 11 U.S.C. § 101(5)) against the Debtors (collectively, the "Claims") shall file a separate, completed, and executed proof of claim form (either in the form mailed to Creditors or otherwise conforming substantially to Form No. 10 of the Official Bankruptcy Forms, a copy of which is attached as Exhibit A hereto) on or before 5:00 p.m., Eastern Standard Time on July 31, 2006 (the "General Bar Date").
- 3. The following procedures for the filing of valid proofs of claim (a "Proof of Claim") shall apply:
 - (a) Proofs of Claim must conform substantially to Form No. 10 of the Official Bankruptcy Forms;
 - (b) A Proof of Claim must be filed either by mailing the original proof of claim to the United States Bankruptcy Court, Southern District of New York, Delphi Corporation Claims, Bowling Green Station, P.O. Box 5058, New York, New York 10274-5058 or by delivering the original proof of claim by hand or overnight courier to the United States Bankruptcy Court, Southern District of New York, Delphi Corporation Claims, One Bowling Green, Room 534, New York, New York 10004-1408;
 - (c) Proofs of Claim shall be deemed filed only when actually <u>received</u> by the Clerk of the Bankruptcy Court on or before the applicable Bar Date (as defined below);
 - (d) Proofs of Claim must (i) be signed, (ii) include supporting documentation (or a summary if such documentation is voluminous) or an explanation as to why documentation is not available, (iii) be written in the English language, and (iv) be denominated in United States currency;
 - (e) Facsimile submissions of Proofs of Claim shall not be accepted; and

- (f) Proofs of Claim must clearly indicate the name of the applicable Debtor against which the Claim is asserted and the applicable reorganization case number for such Debtor, and if a Claim is asserted against more than one of the Debtors, a separate Proof of Claim must be filed in each such Debtor's reorganization case.
- 4. All supporting documentation to any Proof of Claim shall be subject to examination only by the party asserting the Claim, the Debtors, the Debtors' counsel and advisers, the United States Trustee, counsel and advisers to the official committee of unsecured creditors appointed in these chapter 11 cases, Kurtzman Carson Consultants, LLC, the claims and noticing agent in these chapter 11 cases, and any personnel of the United States Bankruptcy Court for the Southern District of New York in the performance of their official duties. All such parties are hereby directed to maintain the confidentiality of all supporting documentation to any Proof of Claim and the information contained therein.
- 5. Proofs of Claim are not required, at this time, to be filed by any Person or Entity asserting a Claim of any of the types set forth below:
 - (a) Any Person or Entity (i) which agrees with the nature, classification, and amount of its Claim set forth in the schedules of assets and liabilities (as amended from time to time, the "Schedules") and (ii) whose Claim against a Debtor is not listed as "disputed," "contingent," or "unliquidated" in the Schedules;
 - (b) Any Person or Entity which has already properly filed a proof of claim against the correct Debtor;
 - (c) Any Person or Entity which asserts a Claim allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), as an administrative expense of the Debtors' chapter 11 cases;
 - (d) Any Person or Entity which asserts a Claim solely on the basis of future pension or other post-employment benefits, including, without limitation, retiree health care and life insurance; <u>provided</u>, <u>however</u>, that any such Person or Entity which wishes to assert a Claim against any of the Debtors based on anything other than future pension or other post-employment benefits must file a proof of claim on or prior to the General Bar Date;

- (e) Any Debtor or any direct or indirect subsidiary of any of the Debtors in which the Debtors in the aggregate directly or indirectly own, control, or hold with power to vote, 50 percent or more of the outstanding voting securities of such subsidiary;
- (f) Any Person or Entity whose Claim against a Debtor previously has been allowed by, or paid pursuant to, an order of this Court;
- Any holder of a Claim arising under or in respect of any of the following (g) issuances of Delphi Corporation senior and junior subordinated unsecured debt (each, a "Noteholder"): (i) those certain senior unsecured securities bearing interest at 6.55% and maturing on June 15, 2006; (ii) those certain senior unsecured securities bearing interest at 6.50% and maturing on May 1, 2009; (iii) those certain senior unsecured securities bearing interest at 6.50% and maturing on August 15, 2013; (iv) those certain senior unsecured securities bearing interest at 7.125% and maturing on May 1, 2029; (v) those certain 8.25% junior subordinated notes due 2033; or (vi) those certain adjustable-rate junior subordinated notes due 2033 (collectively, the "Unsecured Securities"), other than the indenture trustees of the Unsecured Securities; provided, however, that any Noteholder who wishes to assert a Claim against the Debtors that is not based solely upon the outstanding prepetition principal and interest due on account of its ownership of such Unsecured Securities must file a proof of claim on or prior to the General Bar Date in respect of such Claim; and
- (h) Any holder of equity securities of, or other interests in, the Debtors solely with respect to such holder's ownership interest in or possession of such equity securities, or other interest; provided, however, that any such holder which wishes to assert a Claim against any of the Debtors that is not based solely upon its ownership of the Debtors' securities, including, but not limited to, Claims for damages or recision based on the purchase or sale of such securities, must file a proof of claim on or prior to the General Bar Date in respect of such Claim.
- 6. Any Creditor which desires to rely on the Schedules with respect to filing a Proof of Claim in these chapter 11 cases shall have the responsibility of determining that its claim is accurately listed therein.
- 7. The Debtors shall retain the right to (a) dispute, or assert offsets or defenses against, any filed Claim or any Claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise, or (b) subsequently designate any Claim as disputed, contingent, or unliquidated. If the Debtors amend the Schedules to reduce the

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undisputed, noncontingent, and liquidated amounts or to change the nature or classification of a particular Claim against a Debtor reflected therein, then the affected claimant shall have until the later of (x) the General Bar Date or (y) 30 calendar days after such claimant is served with notice that the Debtors have amended their Schedules (the "Amended Schedule Bar Date") to file a Proof of Claim or to amend any previously filed Proof of Claim in respect of such amended scheduled Claim. Notwithstanding Bankruptcy Rule 1009(a), the Debtors shall have no obligation to provide notice to claimants of amendments to the Schedules filed prior to the date upon which the Debtors serve the Bar Date Notice, other than the personalized proof of claim form provided to each party affected by an amendment to the Schedules. Notwithstanding the foregoing, nothing set forth herein shall preclude the Debtors from objecting to any Claim, whether scheduled or filed, on any grounds.

- 8. Notwithstanding anything in this Order to the contrary, the holder of any Claim arising from the rejection of an executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code shall be required to file a Proof of Claim on account of such Claim against the Debtors on or before the later of (a) the General Bar Date or (b) 30 calendar days after the effective date of such rejection or such other date as fixed by the Court in an order authorizing such rejection (the "Rejection Bar Date," and together with the General Bar Date and the Amended Schedule Bar Date, the "Bar Dates").
- 9. Governmental units shall file Proofs of Claim in these cases on or prior to the General Bar Date.
- 10. (a) In order to facilitate the processing of claims, to ease the burden upon the Court and to reduce any unnecessary expense to the Debtors' estates, the Pre-Petition Agent (as defined in the Final DIP Financing Order) is authorized to file a master proof of claim

on behalf of itself and the Pre-Petition Secured Lenders (as defined in the Final DIP Financing Order) on account of their claims arising under the Third Amended and Restated Credit Agreement, dated as of June 14, 2005, and all other documentation executed in connection therewith (collectively, the "Loan Documents") and under the Final Order under 11 U.S.C §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), and 364(e) and Federal Rules of Bankruptcy Procedure 2002, 4001 and 9014 (i) Authorizing the Debtors to Obtain Post-Petition Financing, (ii) to Utilize Cash Collateral and (iii) Granting Adequate Protection to Pre-Petition Secured Parties, dated October 28, 2005 (the "Final DIP Financing Order"), against all of the Debtors (the "Master Proof of Claim"), and the Pre-Petition Agent shall not be required to file a verified statement pursuant to Rule 2019 of the Bankruptcy Rules.

(b) Upon the filing of the Master Proof of Claim against the Debtors, the Pre-Petition Agent and each Pre-Petition Secured Lender, and each of their respective successors and assigns, shall be deemed to have filed a proof of claim against each Debtor in the amount set forth opposite its name therein in respect of its claims against each Debtor arising under the Loan Documents, and the claim of the Pre-Petition Agent and each Pre-Petition Secured Lender (and each of their respective successors and assigns), named in the Master Proof of Claim shall be allowed or disallowed as if such entity had filed a separate proof of claim in the chapter 11 cases in the amount set forth opposite each name in the Master Proof of Claim; provided that, subject to the Debtors' and any other party-in-interest's right to object to such amendment on any basis including that such amendment is time-barred, the Pre-Petition Agent may, but shall not be required to, amend the Master Proof of Claim from time to time to, among other things, reflect a change in the holders of claims set forth therein or a reallocation among such holders of the claims asserted therein resulting from any transfer of any such claims.

- Claim are intended solely for the purpose of administrative convenience and, except to the extent set forth herein, neither the provisions of this paragraph nor the Master Proof of Claim shall affect the substantive rights of the Debtors, any statutory committee appointed in these Chapter 11 cases, the Pre-Petition Agent or the Pre-Petition Secured Lenders or any other party in interest or their respective successors in interest including, without limitation, the right of each Pre-Petition Secured Lender (or their successors in interest and assigns) to vote separately on any plan of reorganization proposed in the Debtors' chapter 11 cases.
- 11. Any Person or Entity which is required to file a Proof of Claim in these chapter 11 cases but that fails to do so in a timely manner on or before the applicable Bar Date shall be forever barred, estopped, and enjoined from (a) asserting any Claim against the Debtors that such Person or Entity has that (i) is in an amount that exceeds the amount, if any, that is set forth in the Schedules as undisputed, non-contingent, and unliquidated or (ii) is of a different nature or in a different classification than as set forth in the Schedules (any such Claim referred to as an "Unscheduled Claim") and (b) voting upon, or receiving distributions under, any plan or plans of reorganization in these chapter 11 cases in respect of an Unscheduled Claim, and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to such Unscheduled Claim.
- 12. Notice of the Bar Dates, substantially in the form of the notice attached hereto as Exhibit B (the "Bar Date Notice"), and the manner of providing notice of the Bar Dates proposed in the Motion are approved. No later than April 20, 2006, Kurtzman Carson Consultants, LLC, the Debtors' claims and noticing agent in these cases, shall serve by first class

U.S. mail, postage prepaid, proof of claim forms substantially in the form attached hereto as Exhibit A, and together with the Bar Date Notice, on:

- (a) the United States Trustee;
- (b) counsel to each official committee;
- (c) all Persons or Entities which have requested notice of the proceedings in the chapter 11 cases;
- (d) all Persons or Entities which have filed claims in these chapter 11 cases;
- (e) all creditors and other known holders of claims as of the date of this Order, including all persons or entities listed in the Schedules as holding Claims;
- (f) all parties to executory contracts and unexpired leases of the Debtors;
- (g) all parties to litigation with the Debtors;
- (h) the Philadelphia office of the Internal Revenue Service, the Northeast Regional Office of the Securities and Exchange Commission, the United States attorney for the Southern District of New York, any other department, agency, or instrumentality of the United States through which the Debtors became indebted for debt other than taxes, and any other governmental units as required by Bankruptcy Rule 2002(j); and
- (i) all known Persons and Entities holding potential prepetition Claims.
- publication in the New York Times (national edition), the Wall Street Journal (national, European, and Asian editions), USA Today (worldwide), the Automotive News (national edition), and in local editions of the following: the Adrian Daily Telegram, the Arizona Daily Star, the Buffalo News, the Chicago Sun Times, the Clinton News, the Columbus Dispatch, the Daily Leader, the Dayton Daily News, the Detroit Free Press, the El Paso Times, the Fitzgerald Herald Leader, The Flint Journal, the Gadsden Times, the Grand Rapids Press, the Greensville News, the Indianapolis Star, the Kansas City Star, the Kokomo Tribune, the Lansing State

 Journal, the Laurel Leader, the Los Angeles Daily News, the Milwaukee Journal Sentinel, the

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Mobile Beacon, The Mobile Register, the Oakland Press, the Olathe Daily News, the Rochester

Democrat and Chronicle, the Saginaw News, the Sandusky Register, the Tribune Chronicle, the

Tulsa World, The Tuscaloosa News, and The Vindicator, and (b) electronically through posting

on the Delphi legal information website, www.delphidocket.com. Such notices will be published

no later than April 21, 2006, or as soon thereafter as practicable.

Provision of notice of the Bar Dates to the Persons and Entities set forth in 14.

the Motion and this Order, in the manner set forth above and as described more particularly in

the Motion, shall constitute adequate and sufficient notice of each of the Bar Dates and shall be

deemed to satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local

Rules of this Court.

15. This Court shall retain jurisdiction to hear and determine all matters

arising from the implementation of this Order.

16. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for

the United States Bankruptcy Court for the Southern District of New York for the service and

filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York

April 12, 2006

/s/ Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

9

U5-44481-100 D00 3247 1 IICO 04/17/0		35:10 Main Document
United States Bankruptcy Court <u>Southern</u> Di	or 71 of 86 New York	PROOF OF CLAIM
Name of Debtor	Case Number	This Space For Court Use Only
NOTE: This form should not be used to make a claim for an administrative expent the case. A "request" for payment of an administrative expense may be filed pursu		
Name of Creditor (The person or other entity to whom the debtor owes money or	- Check box if you are aware	
property):	that anyone else has filed a proof of claim relating to your	
	claim. Attach copy of	
Name and Address where notices should be sent:	statement giving particulars.	
	☐ Check box if you have never received any notices from the bankruptcy court in this case.	
	☐ Check box if the address differs from the address on the envelope sent to you by the	
Telephone Number:	court.	TI'S F G W OI
Last four digits of account or other number by which creditor identifies		This Space For Court Use Only
debtor:	Check here ☐ replaces if this claim ☐ amends a pre	eviously filed claim dated:
1. Basis for Claim		
Goods Sold / Services Performed	Retiree benefits as defined in 11	
Customer Claim	☐ Wages, salaries, and compensati	on (fill out below)
☐ Taxes ☐ Money Loaned	Last four digits of your SS #: Unpaid compensation for service	ess parformed
☐ Personal Injury		es periorned
☐ Other	(date)	(date)
2. Date debt was incurred:	3. If court judgment, date obtain	
4. Classification of Claim. Check the appropriate box or boxes that bes See reverse side for important explanations.	st describe your claim and state the a	mount of the claim at the time case filed.
Unsecured Nonpriority Claim \$	Secured Claim.	
☐ Check this box if: a) there is no collateral or lien securing your		is secured by collateral (including a right of
claim, or b) your claim exceeds the value of the property securing	setoff).	
it, or if c) none or only part of your claim is entitled to priority.	Brief Description of Collateral:	With Dod
Unsecured Priority Claim.	☐ Real Estate ☐ Moto	r venicle
☐ Check this box if you have an unsecured claim, all or part of which is	Value of Collateral \$	harges at time case filed included in
entitled to priority	secured claim, if any: \$	marges <u>at time case med</u> included in
Amount entitled to priority \$		
Specify the priority of the claim: Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or	☐ Up to \$2,225* of deposits toward p for personal, family, or household u	ourchase, lease, or rental of property or services
(a)(1)(B). Were salaries or commissions (up to \$10,000) * carped within 180	☐ Taxes or penalties owed to govern	* * * * * * * * * * * * * * * * * * * *
☐ Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's	☐ Other - Specify applicable paragra	• • • • • • • • • • • • • • • • • • • •
business, whichever is earlier - 11 U.S.C. § 507(a)(4).	* Amounts are subject to adjustment on 4/1	- · · · · · · · · · · · · · · · · · · ·
☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).	with respect to cases commenced on or	after the date of adjustment.
5. Total Amount of Claim at Time Case Filed: \$		
(Unsecured) Check this box if claim includes interest or other charges in addition to the print	(Secured) ncipal amount of the claim. Attach itemiz	(Priority) (Total) red statement of all interest or additional charges.
6. Credits: The amount of all payments on this claim has been credited and dedu	acted for the nurnose of making this proc	f of claim This Space For Court Use Only
7. Supporting Documents: Attach copies of supporting documents, such as pror statements of running accounts, contracts, court judgments, mortgages, securit DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not availab	missory notes, purchase orders, invoices, by agreements, and evidence of perfection	itemized of lien.
attach a summary. 8. Date-Stamped Copy: To receive an acknowledgment of the filing of your cla and copy of this proof of claim	•	
Date: Sign and print the name and title, if any, of the creditor of	or other person authorized to file this claim (attach copy
of power of attorney, if any):		

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Instructions for Proof of Claim Form

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

— DEFINITIONS –

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*.)

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

Items to be completed in Proof of Claim form (if not already filled in)

Court, Name of Debtor, and Case Number:

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

Information about Creditor:

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Classification of Claim

Secured Claim:

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the

amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

Unsecured Priority Claim:

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

Unsecured Nonpriority Claim:

Check the appropriate place if you have an unsecured nonpriority claim, sometimes referred to as a "general unsecured claim". (See DEFINITIONS, above.) If your claim is partly secured and partly unsecured, state here the amount that is unsecured. If part of your claim is entitled to priority, state here the amount **not** entitled to priority.

5. Total Amount of Claim at Time Case Filed:

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

6 Credits:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

7. Supporting Documents:

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

----- X

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

----- x

NOTICE OF BAR DATE FOR FILING PROOFS OF CLAIM

TO ALL CREDITORS OF THE DEBTORS, AND OTHER PARTIES-IN-INTEREST:

PLEASE TAKE NOTICE THAT:

In accordance with an order entered on April 12, 2006 by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") in the above-captioned chapter 11 cases (the "Bar Date Order"), **5:00 p.m. Eastern Time on July 31, 2006** (the "General Bar Date") has been established as the last date for each person or entity (including individuals, partnerships, corporations, limited liability companies, estates, trusts, unions, indenture trustees, the United States Trustee, and governmental units) (individually, a "Person" or "Entity," and collectively, "Persons" or "Entities") to file a proof of claim in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"). A list of all Debtors in these chapter 11 cases is attached hereto as Exhibit A.

On October 8, 2005, Delphi and certain of its U.S. subsidiaries filed voluntary petitions in the Bankruptcy Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi filed voluntary petitions in the Bankruptcy Court for reorganization relief under the Bankruptcy Code. The term "Petition Date" shall mean the date on which each Debtor filed its chapter 11 bankruptcy petition as set forth on Exhibit A attached hereto. The General Bar Date and the procedures set forth below for filing proofs of claim apply to all claims against the Debtors that arose before the applicable Petition Date, except for those holders of the claims listed in Section 4 below which are specifically excluded from the General Bar Date filing requirement.

1. Who Must File A Proof Of Claim

You MUST file a proof of claim to vote on a chapter 11 plan filed by the Debtors or to share in distributions from the Debtors' bankruptcy estates if you have a claim against any of the Debtors that arose prior to the applicable Petition Date, and such claim is not one of the types of claim described in Section 4 below. Claims based on acts or omissions of the Debtors that occurred before the applicable Petition Date must be

filed on or prior to the General Bar Date, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before the applicable Petition Date.

Under section 101(5) of the Bankruptcy Code and as used in this Notice, the word "claim" means (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured, or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. What To File

The Debtors are enclosing a proof of claim form which you may use to file any claim you may have in these cases. If the Debtors scheduled you as a creditor in any of the Debtors' schedules of assets and liabilities (as amended from time to time, the "Schedules"), the form sets forth the amount of your claim as scheduled and whether the claim is scheduled as disputed, contingent, or unliquidated. Additional proof of claim forms may be obtained at http://www.uscourts.gov/bkforms/index.html or at http://www.delphidocket.com.

All proofs of claim must be signed by the claimant or, if the claimant is not an individual, by a claimant's authorized agent. All proofs of claim must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

If any supporting documentation provided with any proof of claim contains confidential information, such documentation will be subject to examination only by the party asserting the claim, the Debtors, the Debtors' counsel and advisers, the United States Trustee, counsel and advisers to the official committee of unsecured creditors appointed in these chapter 11 cases, Kurtzman Carson Consultants, LLC, the claims and noticing agent in these chapter 11 cases, and any personnel of the United States Bankruptcy Court for the Southern District of New York in the performance of their official duties, and such entities have been ordered to maintain the confidentiality of all supporting documentation to any proof of claim and the information contained therein.

Any holder of a claim against more than one Debtor must file a separate proof of claim with respect to each such Debtor and each holder of a claim must identify on its proof of claim the specific Debtor against which its claim is asserted and the case number of that Debtor's reorganization case. A list of the names of the Debtors and their reorganization case numbers is attached hereto as Exhibit A.

3. When And Where To File

Except as provided for herein, all proofs of claim must be filed so as to be received no later than **5:00 p.m. Eastern Time on July 31, 2006** at the following address:

If sent by mail: If sent by messenger or overnight courier:

United States Bankruptcy Court
Southern District of New York
Delphi Corporation Claims
Bowling Green Station
P.O. Box 5058
New York, New York 10274-5058
United States Bankruptcy Court
Southern District of New York
Delphi Corporation Claims
One Bowling Green
Room 534
New York, New York 10274-5058

Proofs of claim will be deemed filed only when actually received at the addresses above on or before the General Bar Date. Proofs of claim may not be delivered by facsimile, telecopy, or electronic mail transmission.

Governmental units must file proofs of claims in these chapter 11 cases on or prior to the General Bar Date.

4. Who Need Not File A Proof Of Claim

You do not need to file a proof of claim on or prior to the General Bar Date if you are:

- (a) Any Person or Entity (i) which agrees with the nature, classification, and amount of its Claim set forth in the Schedules and (ii) whose Claim against a Debtor is not listed as "disputed," "contingent," or "unliquidated" in the Schedules;
- (b) Any Person or Entity which has already properly filed a proof of claim against the correct Debtor;
- (c) Any Person or Entity which asserts a Claim allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as an administrative expense of the Debtors' chapter 11 cases;
- (d) Any Person or Entity which asserts a Claim solely on the basis of future pension or other post-employment benefits, including, without limitation, retiree health care and life insurance; provided, however, that any such Person or Entity which wishes to assert a Claim against any of the Debtors based on anything other than future pension or other post-employment benefits must file a proof of claim on or prior to the General Bar Date;¹
- (e) Any Debtor or any direct or indirect subsidiary of any of the Debtors in which the Debtors in the aggregate directly or indirectly own, control or hold with power to vote, 50 percent or more of the outstanding voting securities of such subsidiary;

¹ The bar date for the filing of Proofs of Claim on account of Claims arising from modification to or termination of future pension or other post-employment benefits will be determined pursuant to an order of the Bankruptcy Court approving such modification or termination.

- (f) Any Person or Entity whose Claim against a Debtor previously has been allowed by, or paid pursuant to, an order of the Bankruptcy Court;
- Any holder of a Claim arising under or in respect of any of the (g) following issuances of Delphi Corporation senior unsecured debt (each, a "Noteholder"): (i) those certain senior and junior subordinated unsecured securities bearing interest at 6.55% and maturing on June 15, 2006; (ii) those certain senior unsecured securities bearing interest at 6.50% and maturing on May 1, 2009; (iii) those certain senior unsecured securities bearing interest at 6.50% and maturing on August 15, 2013; (iv) those certain senior unsecured securities bearing interest at 7.125% and maturing on May 1, 2029; (v) those certain 8.25% junior subordinated notes due 2033; or (vi) those certain adjustable-rate junior subordinated notes due 2033 (collectively, the "Unsecured Securities"), other than the indenture trustees of the Unsecured Securities; provided, however, that any Noteholder who wishes to assert a Claim against the Debtors that is not based solely upon the outstanding prepetition principal and interest due on account of its ownership of such Unsecured Securities must file a proof of claim on or prior to the General Bar Date in respect of such Claim; and
- (h) Any holder of equity securities of, or other interests in, the Debtors solely with respect to such holder's ownership interest in or possession of such equity securities, or other interest; provided, however, that any such holder which wishes to assert a Claim against any of the Debtors that is not based solely upon its ownership of the Debtors' securities, including, but not limited to, Claims for damages or recision based on the purchase or sale of such securities, must file a proof of claim on or prior to the General Bar Date in respect of such Claim.

This notice is being sent to many persons and entities which have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not necessarily mean that you have a claim or that the Debtors or the Bankruptcy Court believe that you have a claim against the Debtors.

5. Executory Contracts And Unexpired Leases

Any person or entity which has a claim arising from the rejection of an Executory Contract must file a proof of claim on account of such claim against the Debtors on or before the later of (a) the General Bar Date or (b) 30 calendar days after the effective date of such rejection or such other date as fixed by the Bankruptcy Court in an order authorizing such rejection.

6. Amended Schedule Bar Date

If the Debtors amend the Schedules on or after the date of this Notice (listed below) to reduce the undisputed, noncontingent, and liquidated amounts or to change the nature or classification of a claim against a Debtor reflected therein, the bar date for filing a proof of claim in respect of such amended schedule claim is the later of (a) the General Bar Date or (b) 30 calendar days after a claimant is served with notice that the Debtors have amended their Schedules.

7. Consequences Of Failure To File A Proof Of Claim By The General Bar Date

ANY HOLDER OF A CLAIM WHICH IS NOT EXCEPTED FROM THE REQUIREMENTS OF THIS NOTICE, AS SET FORTH IN SECTION 4 ABOVE, AND WHICH FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM, WILL BE BARRED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR CHAPTER 11 ESTATES, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES, AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

8. The Debtors' Schedules And Access Thereto

You may be listed as the holder of a claim against the Debtors in any of the Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases.

To determine if and how you are listed on any of the Schedules, please refer to the descriptions set forth on the enclosed proof of claim forms regarding the nature, amount, and status of your claim(s).

As set forth above, if you agree with the nature, amount, and status of your claim as listed in any of the Debtors' Schedules, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim.

Otherwise, or if you decide to file a proof of claim, you must do so before the General Bar Date in accordance with the procedures set forth in this Notice.

Copies of any of the Debtors' Schedules are available for inspection online at http://www.delphidocket.com or on the Court's Internet Website at http://www.nysb.uscourts.gov. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information on the Court's Internet Website and can be obtained through the PACER Service Center at http://www.pacer.psc.uscourts.gov. No login or password is required to access this information on the Debtors' Legal Information Website (http://www.delphidocket.com). Copies of any of the Schedules may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408.

A holder of a possible claim against any of the Debtors should consult an attorney regarding any matters not covered by this Notice, such as whether the holder should file a proof of claim.

Dated: New York, New York April____, 2006 BY ORDER OF THE COURT

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP John Wm. Butler, Jr. John K. Lyons Ron E. Meisler 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700

- and -

Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986) Four Times Square New York, New York 10036 (212) 735-3000

Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

EXHIBIT A

	Entity	Tax / Federal ID Number	Case Number	Address	Date Of Petition Filing
1.	Delphi NY Holding Corporation	20- 3383408	05-44480	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
2.	Delphi International Holdings Corp.	38- 3449527	05-44591	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
3.	Delphi Corporation	38- 3430473	05-44481	5725 Delphi Drive Troy, MI 48098	October 8, 2005
4.	Delphi Automotive Systems Overseas Corporation	38- 3318021	05-44593	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
5.	ASEC Manufacturing General Partnership	73- 1474201	05-44482	1301 Main Parkway Catoosa, OK 74015	October 8, 2005
6.	Delphi Automotive Systems (Holding), Inc.	38- 3422378	05-44596	5785 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
7.	ASEC Sales General Partnership	73- 1474151	05-44484	1301 Main Parkway Catoosa, OK 74015	October 8, 2005
8.	Delco Electronics Overseas Corporation	38- 2638990	05-44610	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
9.	Environmental Catalysts, LLC		05-44503	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
10.	Delphi Diesel Systems Corp.	38- 3505001	05-44612	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005

	Entity	Tax / Federal ID Number	Case Number	Address	Date Of Petition Filing
11.	Delphi Medical Systems Colorado Corporation	84- 1524184	05-44507	4300 Road 18 Longmont, CO 80504	October 8, 2005
12.	Delphi LLC	37- 1438255	05-44615	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
13.	Delphi Medical Systems Texas Corporation	20- 2885110	05-44511	5725 Delphi Drive Troy, MI 48098	October 8, 2005
14.	Aspire, Inc.	36- 4392806	05-44618	U.S. Route 1 Morrisville, PA 19067	October 8, 2005
15.	Delphi Medical Systems Corporation	32- 0052827	05-44529	5725 Delphi Drive Troy, MI 48098	October 8, 2005
16.	Delphi Integrated Service Solutions, Inc.	38- 3473261	05-44623	1322 Rankin Street Troy, MI 48083	October 8, 2005
17.	Specialty Electronics International Ltd.	66- 0522490	05-44536	69A Kronprindsens Gade (Third Floor) P.O. Box 1858 St. Thomas, VI	October 8, 2005
18.	Delphi Connection Systems	95- 2563022	05-44624	17150 Von Karman Avenue Irvine, CA 92614	October 8, 2005
19.	Specialty Electronics, Inc.	57- 0755068	05-44539	19200 Asheville Highway P.O. Box 519 Landrum, SC 29356	October 8, 2005
20.	Packard Hughes Interconnect Company	33- 0595219	05-44626	17150 Von Karman Avenue Irvine, CA 92614- 0901	October 8, 2005
21.	Delphi Liquidation Holding Company	95- 4359324	05-44542	5725 Delphi Drive Troy, MI 48098	October 8, 2005
22.	DREAL, Inc.	38- 3457411	05-44627	5725 Delphi Drive Troy, MI 48098	October 8, 2005

	Entity	Tax / Federal	Case Number	Address	Date Of Petition
		ID Number			Filing
23.	Delphi Electronics (Holding) LLC	95- 4554161	05-44547	One Corporate Center Kokomo, IN 46904-9005	October 8, 2005
24.	Delphi Automotive Systems Services LLC	38- 3568834	05-44632	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
25.	Delphi Technologies, Inc.	38- 3430681	05-44554	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
26.	Delphi Services Holding Corporation	20- 0577653	05-44633	5725 Delphi Drive Troy, MI 48098	October 8, 2005
27.	Delphi Automotive Systems Tennessee, Inc.	38- 3319836	05-44558	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
28.	Delphi Automotive Systems Global (Holding), Inc.	38- 3547659	05-44636	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
29.	Delphi Mechatronic Systems, Inc.	38- 3589834	05-44567	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
30.	Delphi Foreign Sales Corporation	66- 0564421	05-44638	Chase Trade, Inc. Post Office Box 309420 55-11 Conacao Gade Charlotte Amalie St. Thomas, VI 00803-9420	October 8, 2005
31.	Delphi Automotive Systems Risk Management Corp.	38- 3575299	05-44570	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
32.	Delphi Automotive Systems Human Resources LLC	38- 3547664	05-44639	5725 Delphi Drive Troy, MI 48098	October 8, 2005

	Entity	Tax / Federal ID Number	Case Number	Address	Date Of Petition Filing
33.	Exhaust Systems Corporation	38- 3211473	05-44573	4800 S. Saginaw Street Flint, MI 48501	October 8, 2005
34.	Delphi Automotive Systems LLC	38- 3431131	05-44640	5725 Delphi Drive Troy, MI 48098	October 8, 2005
35.	Delphi China LLC	38- 3196159	05-44577	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
36.	Delphi Furukawa Wiring Systems LLC	20- 2478586	05-47452	5725 Delphi Drive Troy, MI 48098- 281	October 14, 2005
37.	Delphi Automotive Systems Korea, Inc.	38- 2849490	05-44580	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
38.	Delphi Receivables LLC	61- 1446224	05-47459	5725 Delphi Drive Troy, MI 48098- 2815	October 14, 2005
39.	Delphi International Services, Inc.	38- 3439894	05-44583	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
40.	MobileAria, Inc.	31- 1695929	05-47474	800 West El Camino Real Suite 240 Mountain View, CA 94040	October 14, 2005
41.	Delphi Automotive Systems Thailand, Inc.	38- 3379709	05-44586	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005
42.	Delphi Automotive Systems International, Inc.	38- 3280289	05-44589	5725 Delphi Drive Troy, MI 48098- 2815	October 8, 2005

EXHIBIT J

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Special Parties - Overnight Mail

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE
Cherokee North Kansas City LLC		5445 DTC Parkway	Suite 900	Englewood	CO	80111	
ROSEN SLOME MARDER LLP	Thomas R. Slome and Alan E. Marder	333 Earle Ovington Boulevard	Suite 901	Uniondale	NY	11553-3622	(516) 227-1600
Brownstein Hyatt & Farber, P.C.	Michael J. Pankow and Daniel J. Garfield	410 Seventeenth Avenue		Denver	CO	80202-4437	(303) 223-1106

EXHIBIT K

05-44481-rdd Doc 3247 Filed 04/17/06 Entered 04/17/06 20:35:10 Main Document Pg 86 of 86 Delphi Corporation Special Parties

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP
HALPERIN BATTAGLIA RAICHT, LLP	Christopher J. Battaglia and Julie D. Dyas	555 Madison Avenue, 9th Floor		New York	NY	10022
Sommers Schwartz, P.C.	Andrew Kochanowski	2000 Town Center, Suite 900		Southfield	MI	48075